

Inogen Inc  
Form 4  
May 18, 2016

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Huggenberger Raymond

(Last) (First) (Middle)  
326 BOLLAY DRIVE  
(Street)

GOLETA, CA 93117

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Inogen Inc [INGN]

3. Date of Earliest Transaction (Month/Day/Year)  
05/16/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
CEO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price   |
| Common Stock                    | 05/16/2016                           |  | M                              |   | 20,746  | A  | \$ 16.62  |
|                                 |                                      |  |                                |   |   |  | 27,554  |
| Common Stock                    | 05/16/2016                           |  | S <sup>(1)</sup>               |   | 11,028  | D  | \$ 43.9835  |
|                                 |                                      |  |                                |   |   |  | 16,526  |
| Common Stock                    | 05/16/2016                           |  | S <sup>(1)</sup>               |   | 9,718   | D  | \$ 44.3975  |
|                                 |                                      |  |                                |   |   |  | 6,808   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not**

SEC 1474 (9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Stock Option (right to buy)                | \$ 16.62   | 05/16/2016                           |  | M                              | 20,746  | <u>(4)</u> 04/01/2021 <sup>(5)</sup>                     | Common Stock 20,746   |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Huggenberger Raymond<br>326 BOLLAY DRIVE<br>GOLETA, CA 93117 | X             |           | CEO     |       |

## Signatures

/s/ Alison Bauerlein, as Attorney-in-Fact 05/18/2016

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 16, 2015.  
Represents the weighted average share price of an aggregate total of 11,028 shares sold in the price range of \$43.28 to \$44.27 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (2) Represents the weighted average share price of an aggregate total of 9,718 shares sold in the price range of \$44.29 to \$44.52 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (3) Subject to the reporting person's continuing service, 1/48th of the total shares subject to the option shall vest every month after March 1, 2014.
- (4)

## Edgar Filing: Inogen Inc - Form 4

- (5) This option expires on April 1, 2021. Previous Forms 4 filed on April 2, 2014 and April 19, 2016 contained a clerical error reporting the incorrect expiration date for this option.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.